

No. N00031121

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION
CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

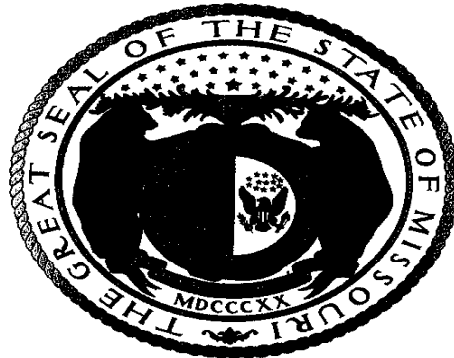
LEE'S SUMMIT HOSPITAL FOUNDATION

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 13th day of SEPTEMBER, 2002.


Secretary of State

\$10.00



FILED

SEP 13 2002

**Articles of Amendment
for a Nonprofit Corporation**
(Submit in duplicate with filing fee of \$10.00)

Matthew Blunt
SECRETARY OF STATE

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Lee's Summit Hospital Foundation
- (2) The text of the amendment and date of adoption are as follows:
The current Articles are deleted in their entirety and the following substituted therefore: See **EXHIBIT A**.
Amendment adopted Sept. 9, 2002.
- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): _____
- (4) If approval by members was required, check here and provide the following information: X

A. Number of Memberships outstanding: 1

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment was sufficient for approval, and was:

Class:	Number voting undisputed:
<u>None</u>	<u>1</u>
_____	_____
_____	_____

The number of votes cast in favor of the amendment by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In affirmation of the facts stated above,

Quintella A. Vosellmeier
(Authorized signature of officer or chairman of the board)

Asst Secy
(Title)

9/9/02
(Date of signature)

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEE'S SUMMIT HOSPITAL FOUNDATION

- (1) The name of the corporation is Lee's Summit Hospital Foundation.
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual.
- (4) The name and address of the Registered Agent and Registered Office in Missouri is Judith Vogelsmeier, 2304 East Meyer Boulevard, Suite A-10, Kansas City, Missouri 64132.
- (5) The corporation is a membership corporation. The sole member of the corporation is Lee's Summit Hospital, a Missouri public benefit corporation. Additional members may be admitted as provided in the Bylaws. The members have the authority to elect the Directors and have all other rights and privileges of a member of a nonprofit corporation under the Nonprofit Corporation Act of the State of Missouri and the Bylaws of the corporation from time to time in effect.
- (6) Subject to the rights and authority of the sole member, the Board of Directors shall have the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The Bylaws will fix the number of Directors, but the number must not be fewer than three (3). The Bylaws will establish the manner of electing or appointing Directors and their respective terms.
- (7) The purposes for which this corporation is organized are to operate exclusively for religious, charitable, scientific, literary and educational purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of Lee's Summit Hospital provided it is described in Section 501(c)(3) and either Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the "Code"). The purposes of the corporation shall include, among others, the receiving of contributions and making of distributions to or on behalf of Lee's Summit Hospital, and particularly the following specific religious, charitable, scientific, literary and educational purposes, to wit:
 - (a) The solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;
 - (b) fund raising of any and all types including the sponsorship of special events and activities of every kind;
 - (c) the promotion, sponsorship and conduct of research and scientific knowledge in the fields engaged in by Lee's Summit Hospital;

- (d) the conduct and sponsorship of educational programs of all types for the benefit of the public as well as for training of personnel relevant to the fields engaged in by the Lee's Summit Hospital ;
 - (e) the assistance, sponsorship and encouragement of individuals pursuing an education in the fields engaged in by the Lee's Summit Hospital ;
 - (f) the fostering of the accumulation and exchange of health information and the publication and dissemination of such information relevant to the fields engaged in by the Lee's Summit Hospital ; and
 - (g) any other purpose permitted by law.
- (8) It is intended that this corporation have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation are limited accordingly. The corporation has all the powers conferred by the Nonprofit Corporation Act of the State of Missouri, except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as contributions to which are deductible under Section 170(c)(2) of the Code.
- (9) Notwithstanding any other provision of these Articles, if this corporation becomes a private foundation, as defined in Section 509 of the Code, during the period it is such a private foundation, the corporation shall:
- (a) not engage in any act of self-dealing as defined in Section 4941(d) thereof;
 - (b) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;
 - (c) not retain any excess business holdings as defined in Section 4943(c) thereof;
 - (d) not make any investment in such manner as to subject it to tax under Section 4944 thereof; and
 - (e) not make any taxable expenditures as defined in Section 4945(d) thereof.
- (10) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- (11) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or

distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

- (12) The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (13) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to Lee's Summit Hospital to be used exclusively for religious, charitable, scientific, literary or educational purposes, provided Lee's Summit Hospital is then qualified under Section 501(c)(3) of the Code. If it is not so qualified, the assets shall be distributed for religious, charitable, scientific, literary and educational purposes to such organization(s) that are described in Section 501(c)(3) of the Code as selected by the board of directors of Health Midwest or its successor in interest. Any of such assets not so distributed shall be distributed by the Circuit Court in the county in the State of Missouri in which the principal office of the corporation is at the time located, exclusively for the aforesaid purposes of the corporation or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.
- (14) The original incorporators of the corporation were:

Richard Wilson, Route 4, Lake Lotowana, Missouri, 64063
James F. Muren, 468 Winnebago Drive, Lake Winnebago, Missouri, 64034
Dan L. Blackwell, 211 Hillcrest Lane, Lee's Summit, Missouri 64063
- (15) The effective date of this document is the date it is filed by the Secretary of State of Missouri.

No. N00031121

STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

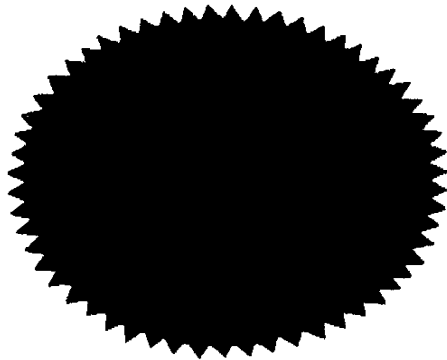
Certificate of Amendment

WHEREAS, LEE'S SUMMIT HOSPITAL FOUNDATION

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 2nd day of May, 19 91.



Roy D. Blunt
Secretary of State



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK; Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION LAW
(To be submitted in duplicate by an Attorney)

FILED AND CERTIFICATE
ISSUED

MAY 02 1991

JAMES C. KIRKPATRICK
Secretary of State

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Lee's Summit Hospital Foundation

2. There are NO members, having voting rights with respect to amendments;
(Insert "No" or "Some")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on 19 1991, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting, the following amendments were adopted.

(b) By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to vote with respect thereto, the following amendments were adopted;

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on April 8, 1991, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted;

4. Article number VI is amended to read as follows;

(See attached Exhibit A)

(OVER)

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its Secretary, this 30th day of April 1991

Lee's Summit Hospital Foundation

(Name Corporate Title)

(CORPORATE SEAL)

By

Richard W. Wilson

President

By

Barbara Murphy

Secretary

STATE OF Missouri }
COUNTY OF Jackson } ss.

I, Lisa A. Shepard, a Notary Public, do hereby certify that on the 29th day of April 1991, Richard W. Wilson Barbara Murphy

(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that they signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

My commission expires May 22, 1997

Lisa A. Shepard

LISA A. SHEPARD
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires 5/22/97

EXHIBIT APROPOSED AMENDMENTS TO ARTICLES OF INCORPORATION
FOR THE LEE'S SUMMIT HOSPITAL FOUNDATIONARTICLE VI

The Corporation shall have only one (1) class of membership. Subject to the requirements of the law and the provisions herein set forth, additional qualifications, rights, powers and privileges of the membership of the Corporation shall be as determined from time to time by the Bylaws.

The affairs of the Corporation shall be managed by a Board of Trustees in which shall be vested all power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation. The rights, powers, privileges and responsibilities of the Trustees (in addition to those imposed by law) shall be established in the Bylaws.

The number of Trustees of the Corporation shall not exceed twenty-one (21), and subject to such limitation, shall be fixed from time to time by the Bylaws of the Corporation and may be increased or decreased by amendments to the Bylaws.

The Bylaws of the Corporation may be altered, amended, suspended, restated or repealed from time to time only upon the concurring vote of the sole member and by a two-thirds (2/3) majority of the full Board Trustees at a meeting thereof.

Each Trustee of the Corporation shall be entitled to cast one (1) vote on every matter submitted to a vote at any meeting of the Trustees.

No. N00031121

STATE OF MISSOURI

ROY D. BLUNT, Secretary of State
CORPORATION DIVISION

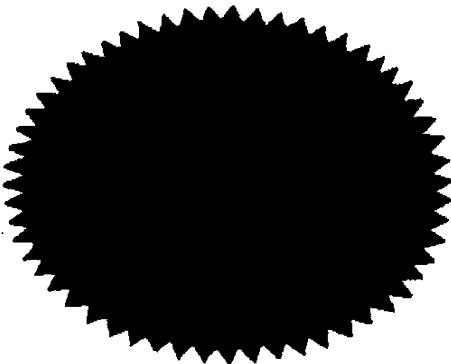
Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, LEE'S SUMMIT HOSPITAL FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix
the GREAT SEAL of the State of Missouri. Done at the City of
Jefferson, this 5th day of June,
19 89.



Corp. #7 (5-88)

Roy D. Blunt
Secretary of State

Fee \$ 5.00



State of Missouri . . . Office of Secretary of State
ROY D. BLUNT, Secretary of State

**Articles of Amendment
to the
Articles of Incorporation
of a
General Not For Profit Corporation**
(To be submitted in duplicate by an attorney.)

FILED AND CERTIFICATE
ISSUED
JUN 05 1989

Roy D. Blunt
Secretary of State

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is LEE'S SUMMIT HOSPITAL FOUNDATION

2. There are NO members, having voting rights with respect to amendments;
(Insert "no" or "some")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) ~~At a meeting of members at which a quorum was present, held on 10, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting, the following amendments were adopted.~~

(b) ~~By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to vote with respect thereto, the following amendments were adopted.~~

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on May 23, 19 89, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted;

4. Article number VI is amended to read as follows:

[SEE ATTACHED]

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President or Vice President, and its Secretary or Assistant Secretary, this 23rd day of May, 19 89.

CORPORATE SEAL
(If no seal, state "None")

LEE'S SUMMIT HOSPITAL FOUNDATION
(Exact Corporate Title)

By

Richard W. Wilson
Its President

By

Mary M. Stacy
Its Assistant Secretary

State of MISSOURICounty of JACKSON } ssI, the undersigned

on the 23rd day of May, 19 89, Richard W. Wilson, a Notary Public, do hereby certify that
(Acknowledgment by either officer is sufficient)
personally appeared before me and being first duly sworn by me, acknowledged that Richard W. Wilson he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Cheryl J. Michalski
Notary Public

My commission expires _____
CHERYL J. MICHALSKI
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires 8/2/92

AMENDMENT TO ARTICLES OF INCORPORATION
(Proposed)

ARTICLE VI

The affairs of the corporation shall be managed by a nine (9) person Board of Trustees in which shall be vested all power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers, privileges and responsibilities of the Trustees (in addition to those imposed by law) shall be established in the Bylaws. The Bylaws of the corporation may be altered, amended, suspended, restated or repealed from time to time only by a two-thirds (2/3) majority of the full Board of Trustees at a meeting thereof.

Each Trustee of this corporation shall be entitled to cast one (1) vote on every matter submitted to a vote at any meeting of the Trustees.



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

Certificate of Incorporation
A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____
LEE'S SUMMIT HOSPITAL FOUNDATION

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare _____
LEE'S SUMMIT HOSPITAL FOUNDATION

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri;

that the address of its initial Registered Office in Missouri is _____
530 North Murray Rd., Lee's Summit, MO. 64063

and that its period of existence is _____ Perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 1st day of May, 1984

James C. Kirkpatrick
Secretary of State

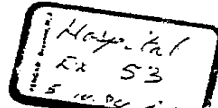


RECEIVED OF: _____ LEE'S SUMMIT HOSPITAL FOUNDATION
Ten dollars and no/100----- Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. N00031121

James C. Kirkpatrick
Secretary of State



ARTICLES OF INCORPORATION
OF
LEE'S SUMMIT HOSPITAL FOUNDATION
A General Not For Profit Corporation

We, the undersigned incorporators:

Richard Wilson	Route No. 4 Lake Lotawana, Missouri 64063
James F. Muren	468 Winnebago Drive Lake Winnebago, Missouri 64034
Dan L. Blackwell	211 Hillcrest Lane Lee's Summit, Missouri 64063

being natural persons of lawful age and citizens of the United States, for the purpose of forming a not for profit corporation under the General Not For Profit Corporation Act of the State of Missouri, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is the Lee's Summit Hospital Foundation.

ARTICLE II

This corporation is organized exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Without limiting the generality of the foregoing, the purposes of this corporation shall include:

(a) To participate in, cooperate and maintain a significant involvement with, and implement the strategic and long-range plans not related to day-to-day operations and management of Lee's Summit Community Hospital, Lee's Summit, Missouri, a Missouri not for profit corporation;

(b) To be responsive to the needs of Lee's Summit Community Hospital and the fulfillment of its obligation to the health care service and delivery needs of the Lee's Summit, Missouri community;

(c) To support and assist, solicit and make grants, contributions and gifts in support and assistance of, and promote the more effective and efficient use of hospital and health care delivery facilities operated and managed by Lee's Summit Community Hospital, Lee's Summit, Missouri, an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or comparable provisions of the Internal Revenue Code then in effect;

(d) To do and perform any other endeavor or activity which provides, promotes or contributes to the benefit of Lee's Summit Community Hospital, Lee's Summit, Missouri, and the efficient, cost effective delivery of health care services to the Lee's Summit Community Hospital service area, including, but not limited to, Lee's Summit, Missouri;

(e) In the event Lee's Summit Community Hospital, Lee's Summit, Missouri, shall cease to exist or shall cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or substantially fails or abandons its operations or is dissolved, then the purposes set forth herein shall be discharged to and for the benefit of a duly qualified 501(c)(3) organization providing, promoting, serving or benefiting the health care needs of the citizens of Lee's Summit, Missouri as determined by the Board of Trustees;

(f) To participate in, be involved with and undertake and implement strategic planning and coordination of long-range and short-range health care delivery in Lee's Summit, Missouri;

(g) To purchase, acquire, construct, lease, own, improve, manage, operate and dispose of real property, facilities, improvements and personal property as necessary or incidental to any of the foregoing; and

(h) To engage in any lawful act or activity for which corporations not organized for profit may be organized under the General Not For Profit Corporation Act of Missouri and to do any and all other things necessary or incidental to any of the foregoing.

In the event the corporation is determined at any time to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954, as amended, then the corporation shall:

(i) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws;

(ii) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws;

(iii) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws;

(iv) Not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws; and

(v) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III

The corporation shall have the following powers to be exercised only to prosecute and further its non profit purposes:

(a) To purchase, take, receive, lease, take by gift, devise, bequest, or court order, or otherwise acquire, and to own, hold, use, manage and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary or proper for the conduct of its legitimate affairs;

(b) To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for the conduct of its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations and restrictions thereof;

(c) To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ any stocks, bonds, debentures, shares or securities issued or having any guaranty by any government, municipality, trust, local authority, or other body, incorporated or unincorporated, public or private, of the United States, or any country or state under the protection of the United States, or issued or having any guaranty by any association, partnership or individual, or by any corporation or company incorporated, con-

stituted, or carrying on business in the United States or elsewhere; to sell, mortgage, loan, pledge or otherwise dispose of such shares, interests or obligations;

(e) To make contracts and incur liabilities as appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds and other obligations; and to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, franchises and income, to guarantee the performance of any contract or any obligation of any person, firm, corporation or other entity;

(f) To invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property for the security for the payment of funds so invested or loaned;

(g) To make donations in furtherance of any of its purposes; and

(h) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

The corporation shall have all the powers of a not for profit corporation under the General Not For Profit Corporation Act of the State of Missouri, and the above enumeration of powers shall not be construed to limit or be in derogation of such statutory powers; provided, however, that none of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation.

ARTICLE IV

The duration of the corporation shall be perpetual.

ARTICLE V

The address of the initial registered office of the corporation in the State of Missouri is: Administrator, Lee's Summit Community Hospital, 530 North Murray Road, Lee's Summit, Missouri 64063.

The name of the initial registered agent at said address is:
David J. Maschger

ARTICLE VI

The affairs of the corporation shall be managed by a seven (7) person Board of Trustees in which shall be vested all power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers, privileges and responsibilities of the Trustees (in addition to those imposed by law) shall be established in the Bylaws. The Bylaws of the corporation may be altered, amended, suspended, re-stated or repealed from time to time only by a two thirds (2/3) majority of the full Board of Trustees at a meeting thereof.

The first Board of Trustees shall have the power and authority to adopt the Bylaws of the corporation and shall hold office until their successors shall have been duly elected and qualified, all as provided in the Bylaws.

The first Board of Trustees shall be:

<u>Seat No.</u>	<u>Name</u>	<u>Address</u>
1	Lois Thomas	705 Ward Lane Lee's Summit, Missouri 64603
2	John E. Scott, M.D.	Rural Route No. 1 Lone Jack, Missouri 64070
3	Richard Wilson	Route No. 4 Lake Lotawana, Missouri 64063
4	Gil Manda	A.D. Mohr Greenhouse Pleasant Hill, Missouri 64080
5	Dan L. Blackwell	211 Hillcrest Lane Lee's Summit, Missouri 64063
6	Roy Howard	501 Ward Lane Lee's Summit, Missouri 64063
7	James F. Muren	468 Winnebago Drive Lake Winnebago, Missouri 64034

Each Trustee of this corporation shall be entitled to cast one (1) vote on every matter submitted to a vote at any meeting of the Trustees.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any private person, and no member, trustee, officer, employee or agent of the corporation nor any individual connected in any way with the corporation, shall at any time receive any of the net earnings or any pecuniary profit from the operation of the corporation, provided that this prohibition shall not prevent the payment to individual persons of such reasonable compensation for services rendered to or for the corporation and effecting any of its purposes as may be determined by the Board of Trustees. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. No substantial part of the activities of the corporation shall be or involve the carrying on of propaganda, lobbying or otherwise attempting to influence legislation, and the corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles or the corporate Bylaws, the corporation shall not carry on any activities not permitted (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as said section now exists or may hereafter be amended, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Upon dissolution or winding up of the affairs of the corporation, the assets of the corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed and delivered to Lee's Summit Community Hospital, Lee's Summit, Missouri, a Missouri not for profit corporation, in such amount or amounts as the Board of Trustees in its sole discretion determines, if Lee's Summit Community Hospital, Lee's Summit, Missouri then qualifies as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1954 as then amended, or, if said corporation shall not qualify, then to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or such other organizations then expressly qualifying for exemption from income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as such section now exists or may hereafter be amended. No distribution shall be made at any time in violation of the statutes of Missouri then in effect.

ARTICLE VIII

No trustee or officer of this corporation shall be individually liable for the debts or any other liability of the corporation.

DATED this 25th day of April, 1984.

James F. Muren
Incorporator
Dan F. Blackwell
Incorporator
Richard W. Wilson
Incorporator

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a notary public, do hereby certify that on the 25th day of April, 1984, personally appeared before me Richard Wilson, James F. Muren, and Dan Blackwell, first being duly sworn by me, did severally acknowledge that they signed the foregoing document as their free act and deed in their respective capacities therein set forth and declared that the statements therein contained are true to their best knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

Ronda J. Selmons
Notary Public

My commission expires:

November 8, 1986